

P 99000023358
JAMES, HOYER, NEWCOMER,
FORIZS & SMILJANICH P.A.

ATTORNEYS AT LAW

Erin A. S. Aebel
Christopher C. Casper
Christa L. Collins
A. Anderson B. Dogali
Zala L. Forizs
Samuel J. Henderson
James K. Hickman
Amanda M. Hinds
Virginia Zock Houser
Judy S. Hoyer
W. Christian Hoyer
Bill James
John R. Newcomer, Jr.

ONE URBAN CENTRE, SUITE 147
4830 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609
(813) 286-4100 FAX (813) 286-4174

300 FIRST AVENUE SOUTH, SUITE 500
P.O. BOX 1259
ST. PETERSBURG, FLORIDA 33731
(727) 823-3837 FAX (727) 822-2969

REPLY TO: Tampa

Geoffrey E. Parmer
Mike Peacock
Emily A. Peacock
Terry A. Smiljanich
Gary J. Takacs
Robert J. Wahl
John A. Yanchunis

Investigators:
Ronald H. Jordan
Frank Martelli
Allen H. McCreight
Brooke D. Roberts
Alfred W. Scudieri

March 4, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002798088--9
-03/08/99--01127--017
*****78.75 *****78.75

Re: ProPlayer Network, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-captioned corporation, along with my firm's check in the amount of \$78.75, representing payment of the filing fee, certified copy of the Articles of Incorporation and Designation of Registered Agent.

Please return, to my attention, the certified copy of the Articles of Incorporation as soon as possible. Thank you for your attention to this matter.

Very truly yours,


John R. Newcomer, Jr.

JRN/pt
Enclosures

3/15/99


FILED
99 MAR -8 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ProPlayer Network, Inc.

FILED
99 MAR -8 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be: ProPlayer Network, Inc.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of creating and operating a web site and all things subsidiary, necessary, ancillary, or convenient for carrying out and into effect the purposes and objects of the corporation, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States:

ARTICLE FOUR

This corporation is authorized to issue 1,000,000 shares of one cent (\$0.01) par value common stock which shall be designated "Common Stock." Such shares shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial principal office and mailing address of this corporation is 18601 Avenue Monaco, Lutz, Florida 33549, and the name of the initial registered agent of this corporation is James Chester, whose post office address and mailing address is 18601 Avenue Monaco, Lutz, Florida 33549.

ARTICLE SEVEN

This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

James Chester

18601 Avenue Monaco
Lutz, Florida 33549

Curtis Pope

4348 Outrigger Lane
Tampa, Florida 33615

Casey Weldon

4309 Place LeManes
Lutz, Florida 33549

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified are:

NAME and OFFICE

STREET ADDRESS

James Chester
President/Chief Executive Officer

18601 Avenue Monaco
Lutz, Florida 33549

Curtis Pope
Vice President/Chief Information Officer

4348 Outrigger Lane
Tampa, Florida 33615

Casey Weldon
Vice President/Chief Operating Officer

4309 Place LeManes
Lutz, Florida 33549

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

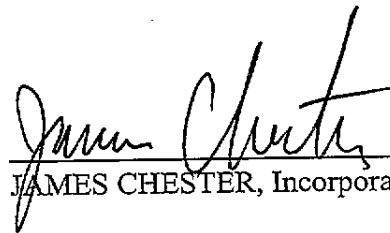
No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation unless expressly

agreed upon by said officer or director.

ARTICLE THIRTEEN

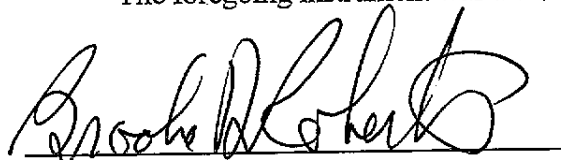
The name of the person signing these Articles of Incorporation as incorporator is James Chester.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 4th day of March, 1999.


JAMES CHESTER, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this the 4th day of March, 1999.


NOTARY PUBLIC, State of Florida



Brooke D. Roberts
MY COMMISSION # CC598827 EXPIRES
November 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

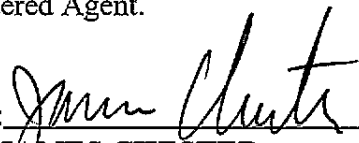
**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

In pursuance of Section 48.091 and 607.0501 and 607.0505, Fla. Stats. 1996, the following is submitted in compliance with said Act:

First, **PROPLAYER NETWORK, INC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Lutz, County of Hillsborough, State of Florida, has named **JAMES CHESTER**, whose address is **18601 Avenue Monaco, Lutz, Florida 33549**, County of Hillsborough, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent and agree to comply with the provisions of the above-referenced act. I am familiar with and accept the obligations of the position of Registered Agent.

By: 
JAMES CHESTER
(Registered Agent)

FILED
99 MAR -8 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA